

UNITED STATES BANKRUPTCY COURT
DISTRICT OF OREGON

In re

)
) Case No. _____
)
) NOTICE OF **FINAL**
) HEARING ON MOTION
) FOR USE OF CASH COLLATERAL
) TO OBTAIN CREDIT
) (Check One)

Debtor(s)

YOU ARE NOTIFIED THAT:

1. The undersigned moving party, _____, filed a Motion For Use of Cash Collateral To Obtain Credit (*check one*). A copy of the motion, which INCLUDES the statement required by [Local Form #541.7](#), is attached.

2. The name and service address of the moving party's attorney (or moving party, if no attorney) are: _____.

3. A **FINAL** HEARING on the motion WILL BE HELD ON _____ AT _____
IN _____,
and testimony will be received if offered and admissible.

4. If you WISH TO OBJECT to the motion, YOU SHALL, WITHIN 10 DAYS OF THE SERVICE DATE SHOWN in pt. 5 BELOW, FILE with the Clerk of Court (i.e., if the 5-digit portion of the Case No. begins with "3" or "4", mail to 1001 SW 5th Ave. #700, Portland OR 97204; OR if it begins with "6" or "7", mail to 405 E 8th Ave #2600, Eugene OR 97401), BOTH: (1) a written response, which states the facts upon which you will rely, AND (2) a certificate showing a copy of the response has been served on the U.S. Trustee and the party named in pt. 2 above. See [Local Form #541.50](#) for details.

5. On _____ copies of BOTH this notice AND the motion, were served pursuant to FRBP 7004 on the debtor(s); any debtor's attorney; any trustee; any trustee's attorney; members of any committee elected pursuant to 11 U.S.C. §705; any Creditors' Committee Chairperson [or, if none serving, on all creditors listed on the list filed pursuant to FRBP 1007(d)]; any Creditors' Committee attorney; the U.S. Trustee; and all affected lien holders whose names and addresses used for service are as follows:

Signature

(If debtor is movant) Debtor's Address & Taxpayer ID#(s) (last 4 digits)

Nicholas J. Henderson
nhenderson@portlaw.com
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Proposed Attorneys for Debtor
Earth Class Mail Corporation

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF OREGON

In re

Earth Class Mail Corporation,

Debtor.

No. 15-30982-tmb11

CERTIFICATE OF SERVICE

CERTIFICATE OF SERVICE

I, Nicholas J. Henderson, hereby certify that on March 18, 2015, I served a full and true copy of the foregoing documents:

1. Notice of Hearing; and,
2. Debtor's Motion for Approval of Stipulation re: Debtor's Use of Cash Collateral and Adequate Protection.

I served, by first class U.S. Mail, postage prepaid, a full and true copy of the documents listed above on the parties listed at the addresses listed on the attached Exhibit "A".

Dated: March 18, 2015

/s/ Nicholas J. Henderson
Nicholas J. Henderson

LIST OF INTERESTED PARTIES

In re Earth Class Mail Corporation
U.S. Bankruptcy Court Case No. 15-30982-tmb11

ECF PARTICIPANTS:

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NON-ECF PARTICIPANTS:

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SAN JOSE, CA 95131

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HEWLETT-PACKARD FINANCIAL SERVICES COMPANY
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IGNITION MANAGING DIRECTORS FUND, LLC
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1ST FLOOR
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IGNITION VENTURES MANAGEMENT, LLC
COLLATERAL AGENT FOR SECURED NOTE HOLDERS
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1061 FULTON ST.
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WASHINGTON PARK VENTURES, LLC
530 HILLSIDE DR. E
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Top 20 Unsecured Creditors (without duplicates)

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UNITED STATES BANKRUPTCY COURT

DISTRICT OF OREGON

In re

Earth Class Mail Corporation,

Debtor.

Case No. 15-30982-tmb11

DEBTOR'S MOTION FOR APPROVAL
OF STIPULATION RE: DEBTOR'S USE
OF CASH COLLATERAL AND
ADEQUATE PROTECTION

EXPEDITED HEARING REQUESTED

Pursuant to 11 U.S.C. § 363(c) and Bankruptcy Rule 4001(d), Earth Class Mail Corporation (the "Debtor") moves this Court for approval of the Stipulation re: Debtor's Use of Cash Collateral and Adequate Protection filed March 16, 2015 (the "Stipulation" attached hereto as Exhibit 1) [Dkt No. 31], including entry of the Final Order Authorizing Use of Cash Collateral and Granting Adequate Protection in the form attached as Exhibit 2 to this Motion. In support of this motion, Debtor states as follows:

1. On February 27, 2015 (the "Petition Date"), Debtor filed its voluntary petition for relief under Chapter 11 of the United States Bankruptcy Code.
2. Debtor has continued in possession of its property and is continuing to operate and manage its business as Debtor-In-Possession pursuant to 11 U.S.C. §§ 1107(a) and 1108.

3. This court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding pursuant to 28 U.S.C. §§ 157(b)(2).

4. No request has been made for the appointment of a trustee or an examiner, and no official creditors' committee has yet been established in this case.

5. Debtor is an Oregon corporation headquartered in Beaverton, Oregon. Debtor currently employs 16 people in Oregon, 5 employees in New York City, 2 employees in Los Angeles, California, 2 employees in San Francisco California and 2 employees in Seattle, Washington.

6. Debtor is a corporation organized under the laws of the State of Oregon. Debtor was formed in October 2004 under the name Remote Control Mail Corporation. The corporation changed its name to Document Command, Inc. in July of 2005, and finally to Earth Class Mail Corporation in April of 2007.

7. Comerica and the Subordinated Secured Debt Holders (together, the "Secured Creditors") have or may claim to have an interest in the Debtor's existing cash collateral (as defined in Section 363(a) of the Bankruptcy Code) and/or in the Debtor's accounts, payment intangibles or inventory that will be used, collected or sold by the Debtor post-petition in the ordinary course of business.

8. The Debtor needs the immediate ability to use cash collateral for, among other things, continuing the operation of its business in an orderly manner, making deposits with utility service providers, making deposits with its payroll vendor, paying payroll and other post-petition operating expenses, and satisfying other working capital and operational needs. Absent authority to use cash collateral, the Debtor will have to curtail or terminate its business operations to the

detriment of all parties in interest. Among other things, the disruption or termination of business operations would have a material and adverse effect on the value of the Debtor's business. The Debtor's use of cash collateral will enable it to maintain the going concern value of its business.

9. The Debtor believes that only the security interests of the Secured Creditors are secured by property that has value. The Debtor has offered adequate protection to the Secured Creditors for the Debtors' use of cash collateral, in the form of (i) adequate protection payments to be made by the Debtor from time to time as set forth in the budget attached as Exhibit A to the Stipulation (the "Budget"), and (ii) replacement liens against property of the Debtor of the same nature, kind and priority as secured Debtor's debts to each such creditor on the Petition Date, and in the same relative priority as the liens held by each such creditor on the Petition Date.

10. The Secured Creditors are willing to consent to the Debtor's limited use of cash collateral on the specific terms and conditions set forth herein and to the extent of and for necessary expenses.

11. To preserve and maintain the assets of this bankruptcy estate and to preserve the value of Debtor as a going concern, Debtor requires the use of the Secured Creditors' cash collateral.

12. None of the provisions listed in LBF 541.7 are included in this motion or the proposed order.

13. A copy of the proposed final order authorizing use of cash collateral and granting adequate protection is attached hereto as Exhibit 2.

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WHEREFORE, the Debtor-in-Possession prays that this court enter an interim Order:

(a) authorizing the use of cash collateral, pending a final hearing on this motion;

(b) granting the Secured Creditors adequate protection as herein proposed or as otherwise approved by the Court; and

(c) setting a final hearing on this motion.

Dated: March 18, 2015.

/s/ Nicholas J. Henderson

Nicholas J. Henderson

Attorney for Debtor in Possession

EXHIBIT 1

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UNITED STATES BANKRUPTCY COURT

DISTRICT OF OREGON

In re:

EARTH CLASS CORPORATION,

Debtor.

Case No.

STIPULATION RE: DEBTOR'S USE OF
CASH COLLATERAL AND ADEQUATE
PROTECTION

Earth Class Mail Corporation (the "Debtor"), as debtor in possession, hereby agrees to the following Stipulation with Comerica Bank ("Comerica"), and a group of lenders including Ignition Managing Directors Fund LLC, Ignition Venture Partners III, LP, Washington Park Ventures, Evergone Investments, Robert MacIntyre, and Laura Rachlin (together, the "Subordinated Secured Debt Holders"), regarding the Debtor's use of cash collateral.

RECITALS

A. On February 27, 2015 (the "Petition Date"), Debtor filed its voluntary petition for relief under Chapter 11 of the Bankruptcy Code.

B. Pursuant to sections 1107 and 1108 of the Bankruptcy Code, Debtor continues to operate its business and manage its property as a debtor and debtor in possession.

C. As of the date hereof, no trustee or examiner has been requested or appointed and no official committee of creditors has been appointed.

D. Comerica and the Subordinated Secured Debt Holders (together, the “Secured Creditors”) have or may claim to have an interest in the Debtor’s existing cash collateral (as defined in section 363(a) of the Bankruptcy Code) and/or in the Debtor’s accounts, payment intangibles or inventory that will be used, collected or sold by the Debtor post-petition in the ordinary course of business:

E. The Debtor needs the immediate ability to use cash collateral for, among other things, continuing the operation of its business in an orderly manner, making deposits with utility service providers, making deposits with its payroll vendor, paying payroll and other post-petition operating expenses, and satisfying other working capital and operational needs. Absent authority to use cash collateral, the Debtor will have to curtail or terminate its business operations to the detriment of all parties in interest. Among other things, the disruption or termination of business operations would have a material and adverse effect on the value of the Debtor’s business. The Debtor’s use of cash collateral will enable it to maintain the going concern value of its business.

F. The Debtor believes that only the security interests of the Secured Creditors are secured by property that has value. The Debtor has offered adequate protection to the Secured Creditors for the Debtor’s use of cash collateral, in the form of (i) adequate protection payments to be made by the Debtor from time to time as set forth in the budget attached hereto as **Exhibit A** (the “Budget”), and (ii) replacement liens against property of the Debtor of the same nature, kind and priority as secured Debtor’s debts to each such creditor on the Petition Date, and in the same relative priority as the liens held by each such creditor on the Petition Date.

G. The Secured Creditors are willing to consent to the Debtor’s limited use of cash collateral on the specific terms and conditions set forth herein and to the extent of and for necessary expenses.

STIPULATION

NOW, THEREFORE, in consideration of the mutual promises set forth herein and other good and valuable consideration, the adequacy of which is acknowledged, the Debtor and Lender hereby stipulate and agree as follows:

1. Recitals/Authority: The Recitals contained herein shall be accorded no evidentiary value by any of the Parties, parties in interest or a court of competent jurisdiction, and may be used solely and exclusively for purposes of interpreting this Stipulation. Each of the parties to this Stipulation represent that they have the right and authority to execute this Stipulation and act in accordance with its terms, except that the Debtor's obligation and duties hereunder are subject to Bankruptcy Court approval.

2. Use of Cash Collateral: Except as set forth herein, the Debtor is authorized to use cash collateral until further Order of this Court, for the limited purposes specifically set forth below and pursuant to the terms of the Budget. The Debtor may make expenditures in excess of the amounts set forth in the Budget so long as the total variance does not exceed, on a cumulative basis, 10 percent of the total budgeted expenses through the end of the applicable period. The Debtor may exceed such variances only with the prior written consent of the Secured Creditors or as permitted by a further order of this Court.

3. Adequate Protection. As adequate protection for the Debtor's use of cash collateral, the Debtor agrees to the following:

- a. The Secured Creditors shall be granted replacement liens on property of the Debtor of the same nature, kind and priority as secured Debtor's debts to each such creditor on the Petition Date;
- b. The liens in the replacement collateral shall have the same relative priority as the liens held by each such creditor on the Petition Date;
- c. The Debtor shall timely perform and complete all actions necessary and appropriate to protect the cash collateral against diminution in value;
- d. The Debtor shall provide to the Secured Creditors, on or before 5:00 p.m.

each Monday during the Budget period, the following weekly financial reports for the immediately preceding week: Weekly Statement of Cash Flows, Weekly Income Statement, Weekly Balance Sheet, Weekly A/R Aging Report, and Weekly A/P Aging Report, certified by Debtor's CFO to be accurate to the best of his or her knowledge, information and belief, prepared on a cash basis, and prepared in accordance with generally accepted accounting practices;

e. The Debtor shall at all times cause to be maintained such policies of insurance on its assets as are required by the loan documents of the Secured Creditors, or by the United States Trustee; and

f. The Debtor shall at all times reasonably manage and preserve its assets.

4. Order. The Debtor and the Secured Creditors stipulate to the form of Order Authorizing Debtor's Use of Cash Collateral, and Granting Adequate Protection attached hereto as **Exhibit B** (the "Cash Collateral Order"). The Debtor shall file the Cash Collateral concurrently with this this stipulation.

5. Disclosure Pursuant to Local Court Guidelines. The parties understand and acknowledge that the adequate protection agreed to in this Stipulation does not, and is not intend to violate any of the Guidelines Regarding Motions to Use Cash Collateral set forth in LBF 541.7.

6. Notice. The Debtor shall provide notice of this stipulation, and of the related Order to (i) the Office United States Trustee, (ii) the creditors holding the 20 largest unsecured claims, and (iii) any parties requesting special notice in the above-captioned case; and (iv) any other parties the Debtor believes are affected by this matter. The Debtor submits that the foregoing constitutes good and sufficient notice and believes that no other or further notice need be given in the circumstances.

STIPULATED AND AGREED TO AS OF: March 4, 2015

MOTSCHENBACHER & BLATTNER, LLP

By: /s/ Nicholas J. Henderson

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Proposed Attorneys for Debtor
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Of Attorneys for Comerica Bank

Exhibit A

Cash Collateral Budget

Exhibit B

Cash Collateral Order

EXHIBIT 2

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF OREGON

In re

Earth Class Mail Corporation,
Debtor.

Case No. 15-30982-TMB11

FINAL ORDER AUTHORIZING USE OF
CASH COLLATERAL AND GRANTING
ADEQUATE PROTECTION

Based on the Stipulation re: Use of Cash Collateral and Adequate Protection between Earth Class Mail Corporation (the "Debtor") and the Secured Creditors (as that term is defined below), the Court makes the following findings of fact and conclusions of law:

A. On February 27, 2015 (the "Petition Date"), the Debtor filed herein a voluntary petition under Chapter 11 of the Bankruptcy Code. As of the date hereof, no trustee or examiner has been requested or appointed and no official committee of creditors has been appointed.

B. The Court has jurisdiction over this case under 28 U.S.C. §§ 157 and 1334. Venue of this case is properly in this District under 28 U.S.C. §§ 1408 and 1409. This matter is a

core proceeding under 28 U.S.C. § 157(b), 11 U.S.C. §§ 105(a) and 363 of the Code, FRBP 4001 and LBR 4001-1(c).

C. The following creditors (each a "Secured Creditor" and collectively the "Secured Creditors") have or may claim to have an interest in the Debtor's existing cash collateral (as defined in section 363(a) of the Bankruptcy Code) and/or in the Debtor's accounts, payment intangibles or inventory that will be used, collected or sold by the Debtor postpetition in the ordinary course of business:

- (1) Comerica Bank ("Comerica");
- (2) Ignition Venture Partners III, LP;
- (3) Ignition Managing Directors Fund III, LLC;
- (4) Washington Park Ventures, LLC;
- (5) Evergone Investments;
- (6) Robert R. McIntyre 2003 Trust; and
- (7) Lauren D. Rachlin

D. The Secured Creditors have consented to the Debtor's use of cash collateral for the period from February 27, 2015, to May 31, 2015 (the "Budget Period"), on the terms set forth in this Order;

E. The adequate protection offered to the Secured Creditors in the motion is reasonable and appropriate in the circumstances.

Based on the foregoing, it is hereby ORDERED as follows:

CASH COLLATERAL

1. The Debtor is authorized to use cash collateral for the purposes of funding expenditures consistent with the budget attached hereto as Exhibit A (the "Budget"), which includes a deposit to the Debtor's payroll vendor.

2. The Debtor may make expenditures in excess of the amounts set forth in the Budget so long as the total variance does not exceed, on a cumulative basis, 10 percent of the total budgeted expenses through the end of the applicable period. The Debtor may exceed such

variances only with the prior written consent of Secured Creditors, or as permitted by a further order of this Court.

3. The Debtor's authority to use cash collateral shall terminate upon the occurrence of any of the following events:

- a. The expiration of the Budget Period;
- b. This Chapter 11 case is either dismissed or converted to a case under Chapter 7 of the Bankruptcy Code; or
- c. A trustee is appointed in this Chapter 11 Case; or
- d. The Debtor defaults in any material respect in the performance of or compliance with any term or provision in this Order, and in each case such default is not remedied within 10 calendar days after the Debtor receives written notice of such default; or
- e. Any information or report made or furnished by the Debtor or on its behalf pursuant to this Order is false, incorrect or misleading in any material respect at the time made or furnished.

4. Nothing in this Order shall prevent the Secured Creditors from seeking to revoke the Debtor's authority to use cash collateral if the Secured Creditors believe such a motion is warranted under the circumstances.

ADEQUATE PROTECTION

5. As adequate protection for the Debtor's use of cash collateral, the Secured Creditors are granted the following:

- a. replacement liens on property of the Debtor of the same nature, kind and priority as secured Debtor's debts to each such creditor on the Petition Date;
- b. The liens in the replacement collateral shall have the same relative priority as the liens held by each such creditor on the Petition Date;
- c. The Debtor shall timely perform and complete all actions necessary and appropriate to protect the cash collateral against diminution in value;

d. The Debtor shall provide to the Secured Lenders, on or before 5:00 p.m. each Monday during the Budget period, the following weekly financial reports for the immediately preceding week: Weekly Statement of Cash Flows, Weekly Income Statement, Weekly Balance Sheet, Weekly A/R Aging Report, and Weekly A/P Aging Report, certified by Debtor's CFO to be accurate to the best of his or her knowledge, information and belief, prepared on a cash basis, and prepared in accordance with generally accepted accounting practices;

e. The Debtor shall at all times cause to be maintained such policies of insurance on its assets as are required by the loan documents of the Secured Lenders, or by the United States Trustee; and

f. The Debtor shall at all times reasonably manage and preserve its assets

6. The provisions hereof and the effect of any actions taken hereunder shall survive the entry of any order converting this case to one under Chapter 7 of the Bankruptcy Code or dismissing this Chapter 11 case.

ADDITIONAL PROVISIONS

7. Nothing herein shall (i) impair or limit any of the Secured Creditors' rights or remedies in this case or in any superseding case under the Bankruptcy Code, including the right to seek conversion or dismissal, or (ii) prejudice the right of a Secured Creditor to seek a modification of this Order for additional adequate protection.

8. Nothing herein shall constitute a determination of the rights or interests of the Secured Creditors other than as specifically set forth in this Order. Without limiting the generality of the foregoing sentence, nothing herein shall constitute a determination with respect to (i) the allowability or amount of any claim, (ii) the validity, enforceability or perfection or nonperfection of any of the Security Creditors' security interests, or (iii) the extent or priority of any of the Security Creditors' security interests. In the event that a Secured Creditor's prepetition security interest is unenforceable or determined to be avoidable under any applicable provision of the Bankruptcy Code, then any payments received by and/or any administrative expense claim

awarded to such Secured Creditor hereunder on account of such unenforceable or voided security shall be returned to the estate and any such claims shall be disallowed.

9. The Debtor is authorized to take all actions necessary to effectuate the relief granted by this Order.

10. This Order shall be effective immediately upon its entry.

11. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

###

I certify that I have complied with the requirements of LBR 9021-1 (a)(2)(A).

Presented by:

MOTSCHENBACHER & BLATTNER, LLP

By: /s/ Nicholas J. Henderson

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Proposed Attorneys for Earth Class Mail
Corporation

cc: List of Interested Parties

LIST OF INTERESTED PARTIES

In re Earth Class Mail Corporation
U.S. Bankruptcy Court Case No. 15-30982-tmb11

ECF PARTICIPANTS:

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- US Trustee, Portland USTPRegion18.PL.ECF@usdoj.gov

NON-ECF PARTICIPANTS:

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